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10 UNITED STATES DISTRICT COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12 SAN JOSE DIVISION

13 IN RE: HIGH-TECH EMPLOYEE
ANTITRUST LITIGATION

14 THIS DOCUMENT RELATES TO:
15 ALL ACTIONS

16 Case No. 3:11-cv-2509-LHK

17 **DECLARATION OF DAVID J.
ANDERMAN IN SUPPORT OF
DEFENDANTS' JOINT RESPONSE TO
PLAINTIFFS' ADMINISTRATIVE
MOTION TO SEAL**

18 Judge: Hon. Lucy H. Koh

19 Date Compl. Filed: May 4, 2011

1 I, David J. Anderman, state and declare as follows:

2 1. I am an attorney licensed to practice law in the State of California and I am the
3 General Counsel of Lucasfilm Ltd. (“Lucasfilm”), a defendant in the above-captioned action.
4 Except where expressly stated, I have knowledge of the facts set forth herein, and if called to
5 testify as a witness thereto, could do so competently under oath.

6 2. On October 1, 2012, plaintiffs filed a motion for class certification and an
7 administrative motion to file under seal certain portions of the motion and accompanying
8 declarations and exhibits. I have reviewed the materials produced by Lucasfilm that are cited or
9 reproduced in Plaintiffs’ motion for class certification and accompanying declarations and
10 exhibits.

11 3. The portions of Plaintiffs’ submissions that Lucasfilm seeks to maintain under
12 seal, which are listed specifically below, are materials or reflect materials that Lucasfilm
13 designated Confidential or Confidential-Attorneys’ Eyes Only under the Protective Order in this
14 action [Dkt. No. 107]. Lucasfilm takes reasonable steps to maintain the confidentiality of the
15 practices, data, analysis, and strategies reflected in these materials.

16 4. Lucasfilm can show good cause and, indeed, compelling reasons, why the
17 materials listed below should be maintained under seal. If these materials were publicly
18 disclosed, Lucasfilm’s competitors or potential competitors could gain an unfair competitive
19 advantage.

20 A. **Materials reflecting Lucasfilm’s confidential business practices, including
21 recruiting practices**

22 5. Lucasfilm seeks to seal the following materials that reflect or purport to reflect
23 Lucasfilm’s confidential business practices:

- 24 • LUCAS00013507, filed as Exhibit 60 to the Declaration of Anne B. Shaver;¹
25 • Expert Report of Edward E. Leamer, Ph.D (“Leamer Report”), Page 11: text accompanying
Footnote 31;²

26 ¹ This is an e-mail string among Lucasfilm employees discussing confidential Lucasfilm business
27 practices, including recruiting practices.

28 ² This text describes certain information contained in a document that purports to describe
confidential Lucasfilm business practices, including recruiting practices.

- 1 • Leamer Report, Page 27: Footnote 104 and accompanying text;³ and
- 2 • Leamer Report, Pages 33-34: purported quotation from LUCAS00005403-446 in Footnote
112 and accompanying text.⁴

3 6. Lucasfilm's confidential business practices, particularly its recruiting practices,
4 give Lucasfilm a competitive advantage in recruiting and retaining employees, and Lucasfilm
5 could be competitively harmed if other companies gained insight into these practices. For
6 example, other companies could gain an unfair advantage over Lucasfilm if they were provided
7 information regarding the specific manner in which Lucasfilm recruits potential employees and
8 makes employment offers. Further, Lucasfilm compiles and analyzes recruiting information for
9 its own business use, and this compilation and analysis gives Lucasfilm an advantage over its
10 competitors who do not have access to Lucasfilm's analysis or to this information.

11 **B. Materials reflecting Lucasfilm's confidential compensation and recruiting
12 data**

13 7. Lucasfilm seeks to seal the following portions of the Leamer Report that purport to
14 be based upon or describe Lucasfilm's confidential compensation or recruiting data:

- 15 • Page 23: Figures 3 and 4; Page 25: Figure 5; Page 50: Paragraph 121; Pages 52-53:
16 Paragraph 126 and Figure 10; Pages 54-58: Paragraph 129 and Figures 11-14; Page 66
17 Figure 20; Page 67: Figure 22; Page 69: Figure 23; Page 70: Figure 24; and Page 77:
 Paragraph (f).

18 8. Lucasfilm strictly maintains the confidentiality of its recruiting and compensation
19 practices, as well as actual data reflecting Lucasfilm's compensation and recruiting. Lucasfilm
20 could be competitively harmed if other companies gained access to this information. For
21 example, Lucasfilm's competitors could adjust their own compensation practices based on their
22 knowledge of Lucasfilm's compensation methods and levels.

23 ³ This text quotes from materials presented at a Lucasfilm Board of Directors meeting and
24 discussing confidential Lucasfilm business practices, including recruiting practices, as well as
25 Lucasfilm's internal and confidential analyses of labor-related issues.

26 ⁴ Footnote 112 purports to provide a quotation from a presentation by a company called Business
27 Objects. The Leamer Report's quotation from this document is not accurate, as the quoted text
discusses "The Recruiting Strategy for BOBJ for the next 2-3 years," (emphasis added) and not
the recruiting strategy of LucasArts, the video game division for Lucasfilm. Compare Leamer
Report at 33-34 n.112 with LUCAS00005405. Lucasfilm seeks to keep these references under
seal because the document may reflect the confidential business practices of another company.

1 9. Because Lucasfilm has sought to maintain the confidentiality of the materials
2 described above, and because public disclosure of these materials could cause Lucasfilm
3 significant harm, the portions of Plaintiffs' submissions described above should be redacted and
4 shielded from disclosure to Lucasfilm's potential competitors.

5 I declare under penalty of perjury that the foregoing is true and correct. Executed in San
6 Francisco, California on October 9, 2012.

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DAVID J. ANDERMAN